



December 26, 2025

Dear Fellow Stockholder:

I am pleased to invite you to attend Geospace Technologies Corporation's 2026 Annual Meeting of Stockholders. We will hold the Annual Meeting at 10:30 a.m. central time on February 5, 2026, virtually via live webcast at meetnow.global/M5VLWUJ.

Following this letter you will find the formal Notice of Meeting and a proxy statement which describes the action to be taken at the Annual Meeting. We have also enclosed a copy of our 2025 Annual Report. We encourage you to read these materials. Information on how to participate in this year's virtual meeting can be found in the proxy statement.

Your vote is important. **Please promptly vote your shares by submitting your proxy by internet or by telephone or by completing, signing, dating and returning your proxy card or voting instruction form**, whether or not you plan to attend the Annual Meeting. If you attend the Annual Meeting you may vote virtually even if you have previously submitted a signed and dated proxy. Instructions for telephonic or electronic voting can be found at www.edocumentview.com/geos. A list of stockholders of record will be available during the Annual Meeting for inspection by stockholders for any legally valid purpose related to the Annual Meeting. Stockholders interested in inspecting the list of stockholders during the Annual Meeting should contact our investor relations department at investorquestions@geospace.com for additional information.

In addition to solicitation by use of the mails, certain of our officers and employees may solicit the return of proxies personally or by telephone, electronic mail or facsimile. The cost of any solicitation of proxies will be borne by us.

The Board of Directors recommends that you vote (i) **FOR** the election of the Company nominated Class I directors, (ii) **FOR** the ratification of the appointment by the audit committee of the Board of Directors of RSM US LLP, independent public accountants, as our auditors for the fiscal year ending September 30, 2026, and (iii) **FOR** the approval of the non-binding, advisory resolution regarding the compensation of Geospace Technologies Corporation's named executive officers.

Thank you for your cooperation. The Board of Directors and I look forward to seeing you at the Annual Meeting.

Very truly yours,

Richard J. Kelley
President and Chief Executive Officer

Geospace Technologies Corporation

7007 Pinemont Drive
Houston, Texas 77040-6601

December 26, 2025

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD FEBRUARY 5, 2026

The Annual Meeting of the Stockholders of Geospace Technologies Corporation will be held at 10:30 a.m. central time on February 5, 2026. The Annual Meeting will be held virtually via live webcast at [meetnow.global/ M5VLWUJ](https://meetnow.global/M5VLWUJ). The Annual Meeting will be held for the following purposes:

1. to elect three directors to hold office as Class I directors until the 2029 Annual Meeting of Stockholders or until his or her successor is duly elected and qualified;
2. to ratify the appointment by the audit committee of the Board of Directors of RSM US LLP, independent public accountants, as the Company's auditors for the fiscal year ending September 30, 2026;
3. to vote on a non-binding, advisory resolution regarding the compensation of Geospace Technologies Corporation's named executive officers; and
4. to transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

In addition to voting by submitting your proxy prior to the Annual Meeting, you also will be able to vote your shares electronically during the Annual Meeting. Further details regarding the virtual meeting are included in the accompanying proxy statement.

We are electronically disseminating Annual Meeting materials to our stockholders, as permitted under the "Notice and Access" rules approved by the SEC. Stockholders who have not opted out of Notice and Access will receive a Notice of Internet Availability of Proxy Materials (the "Notice of Internet Availability") containing instructions on how to access Annual Meeting materials via the Internet. The Notice of Internet Availability also provides instructions on how to obtain paper copies if preferred.

The holders of record of Geospace Technologies Corporation common stock at the close of business on December 11, 2025 will be entitled to vote at the Annual Meeting.

By order of the Board of Directors,

/s/ Robert L. Curda

Robert L. Curda
Executive Vice President, Chief Financial Officer &
Secretary

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YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the Annual Meeting, please promptly vote your shares by submitting your proxy by internet or by telephone or by completing, signing, dating and returning your proxy card or voting instruction form. If you attend the Annual Meeting you may vote virtually even if you have previously submitted a signed and dated proxy. Instructions for telephonic or electronic voting can be found at www.edocumentview.com/geos.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2026 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON FEBRUARY 6, 2025

Pursuant to the Securities and Exchange Commission rules related to the Internet availability of proxy materials, the Company has made this proxy statement, the accompanying notice of Annual Meeting of stockholders and form of proxy, and the Company's 2025 Annual Report to stockholders available via the Internet at www.edocumentview.com/geos.

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Geospace Technologies Corporation

PROXY STATEMENT

DECEMBER 26, 2025

The Board of Directors (the “Board”) of Geospace Technologies Corporation (the “Company”) is soliciting proxies from its stockholders for the Annual Meeting of stockholders to be held at 10:30 a.m. central time on February 5, 2026, and for any adjournment thereof.

This Annual Meeting will be held virtually via live webcast. You will be able to attend the Annual Meeting virtually by accessing [meetnow.global/ M5VLWUJ](https://meetnow.global/M5VLWUJ) and following the instructions set forth below. You are entitled to vote at the Annual Meeting if you were a holder of record of the Company’s common stock (the “Common Stock”) at the close of business on December 11, 2025 (the “Record Date”). We are electronically disseminating Annual Meeting materials to our stockholders, as permitted under the “Notice and Access” rules approved by the SEC. Stockholders who have not opted out of Notice and Access will receive a Notice of Internet Availability of Proxy Materials (the “Notice of Internet Availability”) containing instructions on how to access Annual Meeting materials via the Internet. The Notice of Internet Availability also provides instructions on how to obtain paper copies if preferred. On December 26, 2025, stockholders entitled to vote at the Annual Meeting will be able to access an electronic version of a proxy card, this proxy statement and the Company’s 2025 Annual Report at www.edocumentview.com/geos. The Company first distributed copies of these proxy materials to stockholders on or about December 26, 2025.

You may request a printed copy of these proxy materials by sending a written request to Geospace Technologies Corporation, 7007 Pinemont Drive, Houston, Texas 77040-6601, Attention: Secretary. Copies will be mailed to the requesting stockholder free of charge within three business days of the receipt of the request.

On December 11, 2025, there were 12,887,198 shares of Common Stock outstanding. Each share of Common Stock entitles the holder to one vote on each matter considered at the Annual Meeting.

Your proxy card will appoint Margaret S. Ashworth and Edgar R. Giesinger, Jr. as proxy holders, or your representatives, to vote your shares as you indicate. If you sign, date and return your proxy card without specifying voting instructions, the proxy holders will vote your shares (i) **FOR** the election of the Company nominated Class I director nominees named in this proxy statement, (ii) **FOR** the ratification of the appointment by the audit committee of the Board of RSM US LLP, independent public accountants, as the Company’s auditors for the fiscal year ending September 30, 2026, and (iii) **FOR** the approval of the non-binding, advisory resolution regarding the compensation of the Company’s named executive officers.

Signing, dating and returning your proxy card does not preclude you from attending the Annual Meeting and voting virtually. If you submit more than one proxy, the latest-date proxy will automatically revoke your previous proxy. You may revoke your proxy at any time before it is voted by sending written notice, to be delivered before the Annual Meeting, to: Computershare Investor Services, P.O. Box 43078, Providence, RI, 02940-3078.

Shares Registered in Your Name. If you were a stockholder of record at the close of business on the Record Date, you do not need to do anything in advance to attend and/or vote your shares electronically at the Annual Meeting. If you attend the Annual Meeting, you will be able to attend and participate in the Annual Meeting online and submit your questions during the Annual Meeting by visiting [meetnow.global/ M5VLWUJ](https://meetnow.global/M5VLWUJ) and entering the control number found on your proxy card you previously received. Then, follow the instructions on the screen. We encourage you to access the Annual Meeting prior to the start time, leaving ample time for the check in. Whether or not you attend the Annual Meeting, we urge you to mail in your proxy.

Shares Registered in the Name of a Broker, Bank or Other Nominee. If you hold your shares through an intermediary, such as a bank or broker, to vote virtually at the Annual Meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the Annual Meeting. Follow the instructions from your broker or bank included with these proxy materials, or contact your broker or bank to request a legal proxy form. After obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the Annual Meeting, you must submit proof of your legal proxy reflecting the number of your shares along with your name and email address to Computershare. Requests for registration should be directed to legalproxy@computershare.com. Written requests can be mailed to:

Computershare
Geospace Technologies Corp Legal Proxy
P.O. Box 43078
Providence, RI 02940-3078

Requests for registration must be labeled as “Legal Proxy” and be received no later than 5:00 p.m., Eastern Time, on February 2, 2026.

You will receive a confirmation of your registration by email after we receive your registration materials. You may attend the Annual Meeting at meetnow.global/M5VLWUJ and vote your shares during the Annual Meeting. Follow the instructions provided to vote.

The virtual meeting platform is fully supported across browsers (MS Edge, Firefox, Chrome and Safari) and devices (desktops, laptops, tablets and cell phones) running the most up-to-date version of applicable software and plugins. Please note that Internet Explorer is not a supported browser. You should ensure that you have a strong WiFi connection wherever you intend to participate in the Annual Meeting. We encourage you to access the Annual Meeting prior to the start time leaving ample time for the check in. For further assistance should you need it you may call 1-888-724-2416.

A list of stockholders of record will be available during the Annual Meeting for inspection by stockholders for any legally valid purpose related to the Annual Meeting.

The enclosed form of proxy provides a means for you to vote for the proposals listed in this proxy statement or to withhold authority to vote for proposals.

The Board expects the director nominees named in this proxy statement to be available for election. If any director nominee is not available, the proxy holders may vote your shares for a substitute if you have submitted a signed and dated proxy card that does not withhold authority to vote for director nominees.

The Company is not aware of any matters to be brought before the Annual Meeting other than those described in this proxy statement. If any other matters not now known are properly brought by the Company before the Annual Meeting, and if you return a signed, dated proxy card, the proxy holders may vote your shares in their discretion as to those other matters.

A quorum is required to conduct business at the Annual Meeting. The holders of a majority of the outstanding shares of Common Stock of the Company having voting power with respect to a subject matter (excluding shares held by the Company for its own account) present or represented by proxy will constitute a quorum at the Annual Meeting of stockholders for the transaction of business with respect to such subject matter. Abstentions and broker non-votes are counted as shares present for determining a quorum.

Each of the director nominees will be elected if such nominee receives the affirmative vote of the majority of the votes cast for an open directorship so long as the number of nominees for election equals the number of nominees to be elected (an “Uncontested Election”). For the purpose of an Uncontested Election, a majority of votes cast means that the number of votes “for” a nominee’s election must exceed 50% of the votes cast with respect to that nominee’s election. Votes “against” a nominee’s election will count as votes cast, but “abstentions” and “broker non-votes” will not count as votes cast with respect to that nominee’s election. In order for any person to become a member of the Board, such person must agree to submit upon appointment or first election to the Board an irrevocable resignation, which resignation shall provide that it shall become effective (contingent upon acceptance of the resignation by the Board), in the event of a stockholder vote in an Uncontested Election in which that person does not receive a majority of the votes cast with respect to that person’s election as a director, at the earlier of (i) the selection of a replacement director by the Board, (ii) 180 days after certification of such stockholder vote, or (iii) acceptance by the Board. If the number of nominees for director at a meeting of stockholders exceeds the number of directors to be elected at such meeting, directors shall be elected by a plurality of the affirmative votes cast by the shares present in person or represented by proxy at such meeting and entitled to vote on the election of directors at such meeting. Abstentions and broker non-votes will not be counted to determine the total number of votes cast in the election of director nominees.

The proposals relating to the ratification of the appointment of RSM US LLP as the auditors of the Company for the 2026 fiscal year, and the resolution regarding the compensation of the Company’s named executive officers will pass if the proposal receives the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote. Abstentions will have the same effect as a vote “against” these proposals and broker non-votes will have no effect on the vote for these proposals.

Broker non-votes occur when nominees, such as brokers and banks holding shares on behalf of the beneficial owners, are prohibited from exercising discretionary voting authority for beneficial owners who have not provided voting instructions. If you do not give instructions to your bank, brokerage firm or other agent, the bank, brokerage firm or other agent will nevertheless be entitled to vote your shares of Common Stock in its discretion on “routine matters” and may give or authorize the giving of a proxy to vote the shares of Common Stock in its discretion on such matters. The ratification of independent public accountants is generally a routine matter whereas the election of directors is not considered a routine matter. There are no rights of appraisal or similar dissenters’ rights with respect to any matter to be acted upon pursuant to this proxy statement.

Representatives of Computershare Investors Services, the transfer agent and registrar for the Common Stock, will act as the inspectors of election at the Annual Meeting.

PROPOSAL I: ELECTION OF DIRECTORS

At the Annual Meeting, the stockholders will elect three Class I directors. The Board is divided into three classes, each class being composed as equally in number as possible. The classes have staggered three-year terms, with the term of one class expiring at each Annual Meeting of stockholders.

The nominating and corporate governance committee of the Company has nominated Thomas L. Davis, Ph.D., Richard F. Miles and Walter R. Wheeler whose terms expire at the 2026 Annual Meeting to serve as Class I directors for a three-year term expiring at the 2029 Annual Meeting of Stockholders. The nominating and corporate governance committee considered various criteria to evaluate the potential candidates including, without limitation, (1) independence, (2) qualification to serve on the committees of the Board, (3) knowledge of water utility, energy and industrial industries, (4) continuing overall contributions and valuable input to the Board and its committees, and (5) a collaborative, persuasive and articulate personality. The nominating and corporate governance committee also considers such person's diversity attributes (e.g., perspectives, professional experience, experiences derived from high-quality business, skills, background and gender) as a whole and does not necessarily attribute any greater weight to one attribute. Each candidate is considered in the context of their contribution to the Board as a whole with the objective of assembling a group that best contributes to the success of the Company and represents stockholder interests through the exercise of sound judgment, using its diversity of perspectives, skills and experiences. After discussions, the nominating and corporate governance committee determined that Dr. Davis, Mr. Miles and Mr. Wheeler satisfied the criteria considered by the nominating and corporate governance committee, and nominated Dr. Davis, Mr. Miles and Mr. Wheeler to stand for election as Class I director on the Board of the Company.

Dr. Davis, Mr. Miles and Mr. Wheeler have been nominated by the nominating and corporate governance committee to serve as Class I directors for a three-year term expiring at the 2029 Annual Meeting of Stockholders. The directors in Class II are serving terms that expire at the 2027 Annual Meeting of Stockholders. The directors in Class III are serving terms that expire at the 2028 Annual Meeting of Stockholders. Margaret S. Ashworth, and Edgar R. Giesinger, Jr., Stephen C. Jumper, Dr. Davis, Ph.D., and Mr. Miles are independent, as defined in Rule 5605(a)(2) of the NASDAQ Stock Market Rules, as currently applicable to the Company.

The Board has determined that of the persons nominated to serve as Class I directors, Dr. Davis and Mr. Miles are independent under the criteria established by the NASDAQ Stock Market Rules.

Information regarding the directors whose terms will continue after the Annual Meeting follows.

Nominees for Election

Class I Directors

(Terms Expiring at the 2026

Annual Meeting of Stockholders)

**Director
Since**

| | | |
|-------------------------------------|----|----------|
| Thomas L. Davis, Ph.D. (a)(c) | 78 | Director |
| Richard F. Miles (a)(b)(c) | 77 | Director |
| Walter R. Wheeler | 72 | Director |

| |
|------|
| 1997 |
| 2013 |
| 2015 |

Other Current Directors

Class II Directors

(Terms Expiring at the 2027

Annual Meeting of Stockholders)

| | | |
|---------------------------------------|----|-----------------------|
| Margaret Sidney Ashworth (c)(b) | 74 | Director |
| Stephen C. Jumper | 64 | Chairman of the Board |

| |
|------|
| 2020 |
| 2023 |

Class III Directors

(Terms Expiring at the 2028

Annual Meeting of Stockholders)

Age Position

| | | |
|--------------------------------------|----|----------|
| Edgar R. Giesinger, Jr. (a)(b) | 69 | Director |
| Richard J. Kelley | 57 | Director |

| |
|------|
| 2015 |
| 2025 |

- (a) Member of the audit committee, in which Mr. Giesinger is chairman.
- (b) Member of the compensation committee, in which Mr. Miles is chairman.
- (c) Member of the nominating and corporate governance committee, in which Ms. Ashworth is chairman.

Background of Nominees and Continuing Directors

Margaret Sidney Ashworth has been a director since December 2020. Ms. Ashworth is the former Vice President of Government Relations for Northrop Grumman Corporation. She held that position from 2010 until her retirement in 2017. Ms. Ashworth has served as a Board member of PDS Technologies Inc. since 2018. In 2010, she served as Vice President of Washington Operations for GE Aviation Systems. Prior to that, she spent 14 years as a professional staff member with the U.S. Senate Committee on Appropriations from 1994 until 2009. For more than a decade, Ms. Ashworth has worked as a civilian in the Department of the Army, focused on resource management, force structure, and strategy. Ms. Ashworth earned a master's degree in business administration from Campbell University and a bachelor's degree in management from the University of Maryland. The Board believes that Ms. Ashworth's management expertise and extensive experience in government relations enable her to effectively serve as a director.

Thomas L. Davis, Ph.D. became a director in connection with the Company's initial public offering in November 1997. Dr. Davis was appointed University Professor Emeritus by the Colorado School of Mines in 2016, where he has worked since 1980. He has also been a coordinator of the Reservoir Characterization Project, an industry consortium of the Colorado School of Mines, since it was founded in 1985, with the objective of characterizing reservoirs through development and application of 3-D and time lapse 3-D multicomponent seismology. Dr. Davis consults and lectures worldwide and has written and co-edited numerous papers and other works in the field of seismic interpretation. The Board believes that Dr. Davis' industry specific experience and expertise and the unique perspective gained from serving as a professor at the Colorado School of Mines enable him to effectively serve as a director.

Edgar R. Giesinger, Jr. has been a director since November 2015. Mr. Giesinger retired as a managing partner from KPMG LLP on September 30, 2015. He has 35 years of accounting and finance experience working mainly with publicly traded corporations. Over the years, he has advised a number of clients in accounting and financial matters, capital raising, international expansions and in the dealings with the Securities and Exchange Commission. While working with companies in a variety of industries, his primary focus has been energy and manufacturing clients. Mr. Giesinger is a Certified Public Accountant in the State of Texas and former Chairman of the Texas Tri-Cities Chapter of the National Association of Corporate Directors. He has lectured and led seminars on various topics dealing with financial risks, controls and financial reporting. Mr. Giesinger serves as director and audit committee member on the board of Solaris Energy Infrastructure, Inc. (ticker symbol “SEI”), a NYSE listed manufacturer and provider of proppant management systems for oil and gas well sites. Mr. Giesinger also serves as director and audit committee member on the board of Mach Natural Resources LP (ticker symbol “MNR”), a NYSE listed independent upstream oil and gas company. The Board believes that Mr. Giesinger’s extensive financial and accounting experience, including that related to the energy and manufacturing industries, enables him to effectively serve as a director.

Richard J. Kelley has been a director since February 2025. Mr. Kelley became the Company’s President and Chief Executive Officer (“CEO”) on October 1, 2024. Mr. Kelley served as the Company’s Chief Operating Officer from April to September 30, 2024. Before joining the Company, Mr. Kelley spent 17 years at Sercel, Inc. where he served in various leadership roles including President as well as Vice President of Operations. Prior to that, he was a Vice President at both KMT Waterjet Systems and Uson. He also was Director of Manufacturing at Varco. Mr. Kelley has an extensive background in operational management within manufacturing organizations. Mr. Kelley earned his Bachelor of Science in Mechanical Engineering at the University of Texas in Austin and his Masters of Business Administration from the University of Houston.

Richard F. Miles has been a director since May 2013. Mr. Miles is the former Chief Executive Officer and a former director of Geokinetics Inc. He held that position from August 2007 until his retirement in November of 2012. Mr. Miles also served as President of Geokinetics from August 2007 until May 2012, Chief Operating Officer from March 2007 until August 2007, and President-International Operations from September 2006 until March 2007 following Geokinetics’ acquisition of Grant Geophysical Inc. Mr. Miles served as Director, President and Chief Executive Officer of Grant Geophysical from January 2001 until September 2006. From 1990 to 2000, he was President and Chief Executive Officer of Syntron Inc., a unit of Tech-Sym Corporation. Prior to that, he held various executive positions of increasing responsibility with Geosource Marine Inc. and Geophysical Services Inc. Mr. Miles has over 50 years of international experience in the seismic industry both operationally and in manufacturing. Mr. Miles has served on the Board of Directors of three other public companies as well as several non-profit boards including the International Association of Geophysical Contractors from 1992 – 2007, where he served as Chairman from 1997 – 1998. Mr. Miles has an MBA from Southern Methodist University. The Board believes that Mr. Miles’ extensive history and depth of understanding in the seismic industry enables him to effectively serve as a director.

Walter R. Wheeler has been a director since November 2015. Mr. Wheeler served as the Company’s Senior Strategic Officer from October 2024 until December 2024. Mr. Wheeler served as the Company’s President and Chief Executive Officer from January 2014 to September 30, 2024. He served as the Company’s Executive Vice President and Chief Operating Officer from 2012 until December 2013. He had been a design engineer with the Company since 1997. Prior to 1997, Mr. Wheeler worked for 13 years as a design engineer at Input/Output, Inc. Mr. Wheeler received his Bachelor of Science degree in Electrical Engineering from Rice University. The Board believes that Mr. Wheeler’s depth of understanding of the Company’s operations and strategy, his strong leadership skills, his extensive employment experience with the Company, and his significant industry and management expertise enable him to effectively serve as a director.

Stephen C. Jumper has been a director since December 2023. Mr. Jumper was appointed Chairman of the Board in November 2024. Mr. Jumper is the former President, Chief Executive Officer and Chairman of the Board of Directors of Dawson Geophysical Inc. During his thirty-eight year career with Dawson Geophysical Company, he held the positions of President and Chief Executive Officer from February 2015 until December 2023 and served as Chairman of the Board of Directors from February 2015 to March 2023. Mr. Jumper joined Legacy Dawson in 1985, was elected Vice President in September 1997, and President, Chief Operating Officer and Director in January 2001. In January 2013, Mr. Jumper was elected Chairman of the Board of Directors of Legacy Dawson. Prior to that, Mr. Jumper served Legacy Dawson as manager of technical services with an emphasis on 3-D processing. Graduating from the University of Texas at Austin in December of 1984, Jumper received a Bachelor of Science degree in Geological Sciences. Mr. Jumper has formerly served as the Permian Basin Geophysical Society Second Vice President in 1991, First Vice President in 1992 and as President in 1993. The Board believes that Mr. Jumper's broad seismic industry experience and connections enable him to effectively serve as a director.

Director Nominees and Continuing Directors Skills Matrix

| | Demographics | | | | Functional | | | | | | Industry | | | | Intl. |
|-------------------------|--------------|----------------------------|-------------|--------|------------|--------------------|---------------------|-------------------------------|----------------------------------|---------------------------|-------------------------|-----------|--|------------------------|--------|
| | Age | Total Public Directorships | Independent | Gender | CEO | Senior Officer/COO | Financial Expertise | Applied Science & Engineering | Government Relations & Contracts | Human Resource Management | Geophysics & Seismology | Oil & Gas | Defense, Homeland Security & Intelligence. | Capital Intensive Mfg. | Global |
| Richard J. Kelley | 57 | - | | M | * | * | × | * | × | * | * | + | × | * | + |
| Walter R. Wheeler | 72 | 1 | | M | * | * | × | * | × | * | × | + | × | * | + |
| Richard F. Miles | 77 | 1 | ✓ | M | * | * | × | + | × | * | * | × | | * | * |
| Thomas L. Davis, Ph.D. | 78 | 1 | ✓ | M | | | × | * | | + | * | + | | | + |
| Edgar R. Giesinger, Jr. | 69 | 3 | ✓ | M | | + | * | | | * | | × | | | + |
| Margaret S. Ashworth | 74 | 1 | ✓ | F | | + | × | | * | * | | | * | | * |
| Stephen C. Jumper | 64 | 1 | ✓ | M | * | * | + | * | × | + | * | * | × | × | + |

| Key | |
|-----|------------|
| * | Expert |
| + | Proficient |
| × | Competent |
| | Limited |

Stockholder Engagement

Geospace Technologies Corporation understands the importance of maintaining a robust stockholder engagement program. During 2025, Geospace continued its long-standing practice of reaching out to stockholders and future investors. Executives, and when appropriate, directors met with stockholders on a variety of topics, including strategy and value propositions, corporate governance, executive compensation, and culture. We spoke and met with representatives from our top institutional investors, mutual funds, public pension funds, and individual investors to hear their views on these important topics. Overall, investors expressed strong support for Geospace.

Open dialogue with our stockholders has led to enhancements in our corporate governance and executive compensation, with ongoing efforts dealing with our strategy and value proposition. The Board believes these efforts are all in the best interest of Geospace and its stockholders.

Communications with the Board

Any stockholder or other interested party wishing to send written communications to any one or more members of the Company's Board may do so by sending them to the Company Secretary, c/o Geospace Technologies Corporation, 7007 Pinemont Drive, Houston, Texas 77040-6601 or to investorquestions@geospace.com. All such communications will be forwarded to the intended recipient(s).

Nominations to the Board

The nominating and corporate governance committee is responsible for reviewing and interviewing qualified candidates to serve on the Board, for making recommendations for nominations to fill vacancies on the Board, and for selecting the nominees for election by the Company's stockholders at each annual meeting. The nominating and corporate governance committee has not established specific minimum age, education, experience or skill requirements for potential directors; however, it values diversity and the benefits that diversity can bring to the Company's Board. The Board seeks to maintain a Board comprised of talented and dedicated directors with a diverse mix of experience, skills and background. The skills and backgrounds collectively, represented on the Board should reflect the diverse nature of the business environment in which the Company operates. As new members are considered, diversity considerations should include – but not be limited to – business expertise, geography, age, gender and ethnicity. The nominating and corporate governance committee has taken into account all factors it has considered appropriate in fulfilling its responsibilities to identify and recommend individuals as director nominees. Those factors have included, without limitation, the following:

- an individual's business or professional experience, accomplishments, education, judgment, understanding of the business and the industry in which the Company operates, specific skills and talents, independence, time commitments, reputation, general business acumen and personal and professional integrity and character;
- the size and composition of the Board and the interaction of its members, in each case with respect to the needs of the Company and its stockholders; and
- regarding any individual who has served as a director of the Company, his or her past preparation for, attendance at, and participation in meetings and other activities of the Board or its committees and his or her overall contributions to the Board and the Company.

The nominating and corporate governance committee has utilized a variety of methods for identifying and evaluating nominees for director. Candidates may come to the attention of the nominating and corporate governance committee through current Board members, professional search firms, stockholders or other persons. Candidates have been evaluated at regular or special meetings of the nominating and corporate governance committee, and may be considered at any point during the year. The Board of Directors, based on recommendations from the nominating and corporate governance committee, has instituted a tenure limit of 15 years for all non-employee directors to hold a seat on the Board of Directors that join the Board on or after August 6, 2020.

The nominating and corporate governance committee will consider qualified nominees recommended by stockholders. Stockholders desiring to make such recommendations should submit such recommendations to the Corporate Secretary, c/o Geospace Technologies Corporation, 7007 Pinemont Drive, Houston, Texas 77040-6601. The nominating and corporate governance committee will evaluate candidates properly proposed by stockholders in the same manner as all other candidates.

Committees of the Board and Meeting Attendance

During fiscal year 2025, the Board met five times, and each director attended, in person or by telephone, at least 75% of the meetings held by the Board. Further, each committee member attended 100% of the meetings held by the committees on which the directors served during fiscal year 2025. Directors receive the director's compensation payments set forth below irrespective of meeting attendance, and the Company does not have a formal policy with regard to Board members' attendance at annual meetings of security holders. All members of the Board at the time of the Company's 2025 Annual Meeting attended such meeting.

The Board has a standing audit committee, compensation committee and nominating and corporate governance committee.

Audit Committee. The audit committee is charged with, among other tasks, recommending to the entire Board the engagement and discharge of independent auditors of the financial statements of the Company, reviewing and pre-approving the professional services provided by its independent auditor, reviewing the independence of its independent auditor, reviewing with the auditors their plan and results of the auditing engagement, considering the range of fees for the independent auditor's audit and non-audit services, reviewing the Company's system of internal accounting controls, establishing and reviewing related party transaction policies, reviewing and approving related party transactions, and reviewing and reassessing the adequacy of its charter on an annual basis. The audit committee met four times during the fiscal year ended September 30, 2025. The audit committee's report for the fiscal year 2025 appears below in this proxy statement. The Board has determined that Dr. Davis, Mr. Giesinger and Mr. Miles, members of its audit committee, each of whom are independent under Rule 5605(a)(2) and 5605(c)(2) of the NASDAQ Stock Market Rules and satisfy the SEC's independence requirements for audit committee service and that Mr. Giesinger is a financial expert. Mr. Giesinger serves Chairman of the audit committee. Dr. Davis, Mr. Giesinger and Mr. Miles' backgrounds are described above under "Background of Nominees and Continuing Directors." The charter for the audit committee may be accessed electronically under the "Investor Relations – Corporate Governance" section of the Company's website at www.geospace.com.

Compensation Committee. The compensation committee oversees the Company’s compensation programs and is charged with the review and approval of its general compensation strategies and objectives and the annual compensation decisions relating to its executives. The compensation committee responsibilities also include reviewing and approving employment agreements, severance agreements and any special supplemental benefits applicable to executives; assuring that the Company’s incentive compensation program, including the annual and long-term incentive programs, are administered in a manner consistent with the Company’s compensation policy; approving and/or recommending to the Board new incentive compensation programs and equity-based compensation programs; reviewing the Company’s employee benefit programs; recommending for approval all changes to compensation plans that may be subject to the approval of the Company’s stockholders or the Board; and retaining compensation consultants and other experts. The compensation committee also reviews the outcome of the stockholder advisory vote on executive compensation. The compensation committee may delegate its authority to subcommittees. The compensation committee is comprised of Ms. Ashworth, Mr. Giesinger and Mr. Miles. Mr. Miles serves as Chairman. All members of the compensation committee are independent as defined in Rule 5605(a)(2) of the NASDAQ Stock Market Rules, as currently applicable to the Company. The compensation committee charter may be accessed electronically under the “Investor Relations – Corporate Governance” section of the Company’s website at www.geospace.com. The compensation committee met three times during the fiscal year ended September 30, 2025.

For more information pertaining to the Company’s compensation policies and practices, please read the “Overview of Company Executive Compensation Program” section of this proxy statement.

Nominating and Corporate Governance Committee. The nominating and corporate governance committee is charged with, among other things, identifying and recommending nominees for election to the Company’s Board at annual meetings and filling vacancies on the Company’s Board, recommending nominees for appointment to the Company’s committees, annually reviewing the overall effectiveness of the organization of the Board and the committees thereof, developing and maintaining qualification criteria and procedures for the identification and recruitment of candidates for election to serve as directors, and annually reviewing the directors, its own performance and its charter. The nominating and corporate governance committee will consider nominees recommended by stockholders. With respect to procedures that must be followed in order for nominations from stockholders to be considered, see “Nominations to the Board” above. In addition, the nominating and corporate governance committee reviews annually with the full Board the succession plans for senior executive officers and makes recommendations to the Board regarding the selection of individuals to occupy these positions. The nominating and corporate governance committee is comprised of Ms. Ashworth, Dr. Davis and Mr. Miles. Ms. Ashworth serves as Chairman. All of the members of the nominating and corporate governance committee are independent, as defined in Rule 5605(a)(2) of the NASDAQ Stock Market Rules, as currently applicable to the Company. The charter for the nominating and corporate governance committee may be accessed electronically under the “Investor Relations – Corporate Governance” section of the Company’s website at www.geospace.com. The nominating and corporate governance committee met three times during the fiscal year ended September 30, 2025.

Board and Committee Evaluations

As part of an ongoing evaluation process, at the end of each quarterly Board meeting and committee meetings, all participants take part in a verbal evaluation of how well the Board performed. This includes a director self-evaluation and an evaluation of each of his or her peers. At least annually, the nominating and corporate governance committee solicits anonymous feedback from the directors on Board and committee effectiveness, including areas such as Board composition and the Board/management succession-planning process from each director through a third-party, which administers the review and provides feedback to the nominating and corporate governance committee on its findings.

Board Leadership Structure and Role in Risk Oversight

Mr. Jumper serves as the Company’s Chairman of the Board and has been a director since December 2023. The Company has not established a written position description for its Chairman of the Board. A primary function of that position is to set the agenda for and lead meetings of the Company’s Board. The Board believes that the Company will benefit from Mr. Jumper’s services given his broad seismic industry experience and connections, which will enable him to effectively serve as a director. Mr. Jumper is independent, as defined in Rule 5605(a)(2) of the NASDAQ Stock Market Rules, as currently applicable to the Company.

As a governance best practice, all members of the audit, compensation, and nominating and corporate governance committees are independent. The Board has established processes for the effective oversight of critical issues charged to independent Directors such as the integrity of our financial statements, senior executive compensation, succession planning, membership of independent Board committees, evaluations of the Board, committee and Directors, and nominations for Directors.

Succession planning and leadership development are top priorities for the Board and management. The Company recently solicited input from an external consulting firm to assist the Board in this area. On an ongoing basis, the Board, with oversight from the nominating and corporate governance committee reviews the plans for succession to the role of Chief Executive Officer (“CEO”) and other senior management positions. The nominating and corporate governance committee assists in succession planning, as necessary, and reviews and makes recommendations to the Board regarding people strategies and leadership development initiatives. To assist the Board, the CEO periodically reports on individual senior executives’ potential to succeed to the position of CEO and provides an assessment of potential successors to other key positions.

The Company further believes that separation of the Chairman and executive officer roles allows Mr. Kelley to focus his time and energy on operating and managing the Company while leveraging the experience and perspectives of the Chairman. The Board has an active role in evaluating the Company’s risk management in its ongoing business by regularly reviewing information presented by management regarding the Company’s business and operations risks and monitoring risk areas through Board reports and related discussions at Board meetings. The Board also reviews and approves the Company’s operating and capital budgets on an annual basis. The committees of the Board include an audit committee, which oversees accounting and financial issues and risks, a compensation committee, which reviews leadership performance and compensation and a nominating and corporate governance committee, which assesses Board performance and corporate governance issues.

Cybersecurity

The Company’s Senior Vice President of Information Technology manages the Company’s security program. Oversight of the program occurs via IT metrics-based updates provided to an Information Technology Steering team (consisting of the executive officers and other key employees of the Company) on a quarterly basis. Additionally, multiple elements of the Company’s cybersecurity security program are tested internally and externally on a bi-yearly basis in alignment with our Sarbanes-Oxley information security controls and we engage independent third parties annually to assess the risks associated with our information technology assets. Our cybersecurity program is part of our enterprise risk management strategy and includes policies and procedures designed to safeguard the confidentiality, integrity, and availability of our information assets. Lastly, a Cybersecurity Risk assessment is provided to the Board of Directors on an annual basis which includes metrics, security incidents, key risk indicators, and risk mitigation plan as well as on the status of material risks, mitigation measures, and incidents related to such risks. The Board of Directors has overall responsibility for risk oversight, with the Information Technology Steering team assisting the Board in performing this function based on its respective areas of expertise. As such, the Information Technology Steering team performs materiality determinations of cyber incidents and advises the Board of Directors accordingly.

The Company maintains a comprehensive cybersecurity risk management program that aligns to the National Institute of Standards and Technology (NIST) Cyber Security Framework and adopts a variety of cybersecurity best practices across the enterprise. The Company leverages industry-leading cybersecurity vendors that provide the following capabilities: Managed Detection and Response (MDR); a Security Operations Center (SOC) that monitors the Company's IT assets on a 24x7x365 basis; tools to interdict emails with phishing links and malware payloads; data leak protection tools that provide real-time interdiction of data transfers outside of normal business usage; vulnerability detection and automated patching tools; firewalls and intrusion detection systems; multi-factor authentication mechanisms; mobile device management systems; penetration testing; and various third-party assessments. The Company's critical IP data is maintained on segmented, access-controlled data stores. The Company utilizes a variety of backup mechanisms for its data including both warm and cold storage solutions. Lastly, the Company utilizes token-based technologies to support Payment Card Industry Data Security Standard (PCI DSS) compliant safe handling and protection of credit card data.

The Company has a defined security policy that is reviewed on an annual basis. The Company has established response procedures for cyber-security incidents and tests the procedures on a periodic basis. The Company provides robust computer-based Cybersecurity and wire fraud / phishing awareness training to all new employees as well as training to existing employees on an annual basis. The Company has not experienced material information security incidents in the last three years nor has it incurred any material expenses related to penalties and/or settlements related to a material breach. Nevertheless, the Company does carry a cybersecurity insurance policy.

Compensation of Directors

The following table summarizes compensation paid to each non-employee director during the fiscal year ended September 30, 2025. For details of compensation paid to Mr. Kelley, please see "Summary Compensation Table."

DIRECTOR COMPENSATION

| Name | Fees Earned or Paid in Cash (\$) | Stock Awards (\$ (1)) | All Other Compensation (\$ (2)) | Total (\$) |
|---------------------------|----------------------------------|-----------------------|---------------------------------|------------|
| Gary D. Owens (3) | 21,250 | -- | -- | 21,250 |
| Thomas L. Davis, Ph.D (3) | 80,808 | 62,856 | -- | 143,664 |
| Edgar R. Giesinger, Jr. | 82,000 | 62,856 | -- | 144,856 |
| Richard F. Miles | 82,000 | 62,856 | -- | 144,856 |
| Margaret Sidney Ashworth | 82,000 | 62,856 | -- | 144,856 |
| Stephen C. Jumper (3) | 87,757 | 62,856 | -- | 150,613 |
| Walter R. Wheeler (3) | 52,500 | 62,856 | -- | 115,356 |

- (1) Represents 7,200 restricted stock units granted to each director on February 6, 2025. Restricted stock units represent a contingent right to receive one share of Common Stock upon vesting. The units vest on February 5, 2026. As required by SEC rules, amounts in this column represent the aggregate grant date fair value of stock-based compensation expense as required by FASB ASC Topic 718 Stock Based Compensation. A discussion of the assumptions used to value the restricted stock awards is contained in the notes to the Company's financial statements.
- (2) All directors of the Company are reimbursed for ordinary and necessary expenses incurred in attending Board and committee meetings, however no director was reimbursed more than \$10,000 in other compensation during the fiscal year ended September 30, 2025.
- (3) Fees earned or paid in cash are pro-rated based on time served as a director or committee chairperson.

For the fiscal year ended September 30, 2025, each non-employee director received \$70,000 in cash, paid in four equal quarterly installments. The Chairman of the Board receives an additional \$25,000 per year and each committee chairperson receives an additional \$12,000 per year. The additional fees are paid in cash, in four equal quarterly installments. The Board considers director compensation at other energy companies when targeting compensation for its non-employee directors and believes that its target compensation is below the median.

The following table indicates the aggregate number of shares of Common Stock subject to outstanding unvested stock awards that each non-employee director held as of September 30, 2025:

| Name | Stock Awards # |
|--------------------------|----------------|
| Walter R. Wheeler | 7,200 |
| Edgar R. Giesinger, Jr. | 7,200 |
| Thomas L. Davis, Ph.D. | 7,200 |
| Tina M. Langtry | 7,200 |
| Richard F. Miles | 7,200 |
| Stephen C. Jumper | 7,200 |
| Margaret Sidney Ashworth | 7,200 |

Based upon input and benchmarking from Fredrick W. Cook & Co., Inc., an independent compensation consultant (the “Compensation Consultant”) we closely aligns our allocation of cash and equity compensation for directors with our peer group and broader current public company practice.

Legal Proceedings

To the best of our knowledge, there is no material proceeding to which any director, director nominee or executive officer or affiliate of the Company, any owner of record or beneficially of more than 5% of any class of voting securities of the Company, or any associate of such director, nominated director, officer, affiliate of the Company, or security holder is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

Certain Relationships and Related Transactions

The Board has established written procedures and adopted policy for governing related person’s transactions. The Company’s general code of business conduct, to which all employees (including its executive officers) are subject, also provides that no employee nor any employee’s immediate family member should engage in a business or financial arrangement with a vendor, supplier or customer of the Company without the prior written approval of the Company’s Chief Executive Officer or Chief Financial Officer. The general code of business conduct may be accessed electronically under the “Investor Relations – Code of Business Conduct” section of the Company’s website at www.geospace.com.

The Company’s written procedures regarding review, approval and oversight of related party transactions cover instances involving any employee, executive officer, Director, nominee for Director, or immediate family member, among others. The types of transactions covered by the procedures are transactions, arrangements, or relationships, including any indebtedness or guarantee of indebtedness to which the Company or any of its subsidiaries were or will be a participant, and any related person had, has or will have direct or indirect interest with respect to certain relationships and related transactions. The audit committee is responsible for establishing/reviewing related party transaction policies and reviewing and approving related party transactions.

Transactions Involving Richard J. Kelley

Mr. Kelley was previously the President and served as a Director of Sercel, Inc (Sercel). He was appointed to those positions on Jan 1, 2017, and remained until he resigned on April 26, 2024. Prior to that, Mr. Kelley served as Vice President-Operations since 2007 and was appointed Treasurer of Sercel since 2012. On June 14, 2017, CGG Holding (US) Inc and its affiliate Sercel, Inc filed for bankruptcy protection. The case was terminated on May 7, 2018.

Except as otherwise disclosed herein, the Company does not have any other related person transactions.

PROPOSAL II: RATIFICATION OF APPOINTMENT OF AUDITORS

The audit committee appointed RSM US LLP (“RSM”), independent registered public accounting firm, to audit the Company’s consolidated financial statements for the year ended September 30, 2026, and such appointment was approved by the Board. RSM has been the Company’s independent public accountants since February 27, 2018.

In the event the appointment of RSM is not ratified, the audit committee will consider the appointment of other independent auditors. A representative of RSM is expected to be present at the Annual Meeting and will be available to make a statement if such representative desires to do so and to respond to appropriate questions.

The Board recommends voting “FOR” this proposal.

Audit Committee Report

The Audit Committee of the Board of Directors of the Company, which operates under a written charter adopted by the entire Board of Directors of the Company (the “Board”), serves as the representative of the Board for general oversight of the Company’s financial accounting and reporting process, system of internal control, audit process and process for monitoring compliance with laws and regulations and the Company’s standards of business conduct. The Company’s management has primary responsibility for preparing the Company’s financial statements and for the Company’s internal controls and the financial reporting process. The Company’s independent registered public accounting firm, RSM US LLP (“RSM”), is responsible for expressing an opinion on the conformity of the Company’s financial statements to generally accepted accounting principles in the United States in accordance with the standards of the Public Company Accounting Oversight Board (the “PCAOB”).

In this context, the Audit Committee hereby reports as follows:

- 1) The Audit Committee regularly meets and holds discussions with the Company’s management, Internal Audit department, and RSM. Discussions with the Internal Audit department and RSM occur either in private sessions (without the attendance of the Company’s management) or in conjunction with the Company’s management. Discussions include, but are not limited to: (i) the quality of significant accounting principles, (ii) the reasonableness of critical accounting estimates, (iii) and critical audit matters and the disclosures of those matters in the consolidated financial statements identified by RSM during the audit.
- 2) The Audit Committee reviews the internal audit plan, determines the adequacy of internal audit independence, and reviews internal audit reports.
- 3) The Audit Committee has reviewed and discussed the audited financial statements as of and for the year ended September 30, 2025 with management and RSM.
- 4) The Audit Committee has discussed with RSM the matters required to be discussed by the applicable requirements of the PCAOB and the Securities and Exchange Commission (the “SEC”).
- 5) The Audit Committee has received and reviewed the written disclosures and the letter from RSM required by the applicable requirements of the PCAOB regarding RSM’s communications with the Audit Committee concerning independence and has discussed with RSM RSM’s independence. In reviewing the independence of RSM, the Audit Committee considered non-audit services provided by the independent auditors and the fees and costs billed for these services.
- 6) Based on the review and discussions referred to in paragraphs (1) through (5) above, the Audit Committee recommended to the Board, and the Board approved, that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the fiscal year ended September 30, 2025 for filing with the SEC.

Each of the members of the Audit Committee is independent as defined under the SEC’s independence rules and the listing standards of the NASDAQ market exchange.

Edgar R. Giesinger, Jr. – Chairman
Thomas L. Davis, Ph.D.
Richard F. Miles

Independent Registered Public Accounting Firm

RSM served as the Company's principal independent registered public accounting firm for fiscal years 2025 and 2024. A representative of RSM is expected to attend the Annual Meeting, will have the opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Audit Fees

The aggregate fees billed by RSM for professional services rendered for the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's Forms 10-Q were \$786,500 and \$940,000, respectively, for fiscal years 2025 and 2024.

The Company uses firms other than RSM for certain of its statutory audit-related services for its international subsidiaries.

Audit-Related Fees

There were no fees billed by RSM for audit-related services for fiscal years 2025 and 2024.

Tax Fees

The Company used a firm other than RSM for its tax services for fiscal years 2025 and 2024.

All Other Fees

There were no fees billed by RSM for other services not disclosed above for fiscal years 2025 and 2024.

Compatibility of Certain Fees with Independent Accountants' Independence

The audit committee has adopted pre-approval policies and procedures pursuant to which the engagement of the Company's independent accountant is approved. Such procedures govern the ways in which the audit committee will pre-approve audit and various categories of non-audit services that the independent accountant provides to the Company and its subsidiaries. In accordance with this policy, the audit committee had given its approval for the provision of audit services by RSM for the fiscal year ended September 30, 2024. Services which have not received pre-approval must receive specific approval of the audit committee. The audit committee is informed of each such engagement in a timely manner, and such procedures do not include delegation of the audit committee's responsibilities to management. The audit contract that was entered into in fiscal year 2025 was pre-approved by the audit committee.

PROPOSAL III: ADVISORY (NON-BINDING) VOTE ON EXECUTIVE COMPENSATION

As required pursuant to Section 14A of the Securities Exchange Act, at the Annual Meeting, the stockholders will vote on a non-binding, advisory resolution regarding the compensation of the Company's named executive officers.

The Company believes that its compensation policies and procedures are competitive, focused on pay-for-performance and strongly aligned with the long-term interests of its stockholders. This advisory stockholder vote, commonly known as "Say-on-Pay," gives you as a stockholder the opportunity to endorse or not endorse the compensation the Company pays its named executive officers through voting for or against the following resolution:

"RESOLVED, that the stockholders approve the compensation of the Company's named executive officers as disclosed in the Company's 2026 proxy statement pursuant to Item 402 of Regulation S-K, (which disclosure includes the Overview of Company Executive Compensation Program, the Summary Compensation Table and the other executive compensation tables and related discussion)."

The Company and the compensation committee remain committed to the compensation philosophy, policies and objectives outlined under the heading "Overview of Company Compensation" in this proxy statement. As always, the compensation committee will continue to review all elements of the executive compensation program and take any steps it deems necessary to continue to fulfill the objectives of the program.

Stockholders are encouraged to carefully review the "Overview of Company Compensation" section of this proxy statement for a detailed discussion of the Company's executive compensation program.

Because your vote is advisory, it will not be binding upon the Company or the Board. However, the compensation committee will take into account the outcome of the vote when considering future executive compensation arrangements. Additionally, your advisory vote will not be construed (i) as overruling a decision by the Company or the Board, (ii) to create or imply any change to the fiduciary duties of the Company or the Board, (iii) to create or imply any additional fiduciary duties for the Company or the Board, or (iv) to restrict or limit the ability of stockholders to make proposals for inclusion in proxy materials related to executive compensation.

The Board recommends voting "FOR" this proposal.

Smaller Reporting Company

Because the Company qualifies as a “smaller reporting company” under the SEC rules, the Company has elected to prepare this proxy statement and other annual and periodic reports as a “Smaller Reporting Company” pursuant to the rules of the SEC. Under the scaled disclosure obligations, the named executive officer’s group generally consists of only three executive officers, specifically the principle executive officer and the Company’s two other most highly compensated executive officers serving at the end of the last completed fiscal year and the Company is not required to provide, among other things, Compensation Discussion and Analysis and certain other tabular and narrative disclosures relating to executive compensation.

Executive Officers and Compensation

The Company considers the following individuals to be its only executive officers as of September 30, 2025. Information regarding such executive officers follows:

| Name | Age | Position |
|-------------------------|-----|--|
| Richard J. Kelley | 57 | President and Chief Executive Officer |
| Robert L. Curda..... | 52 | Executive Vice President and Chief Financial Officer |
| Ronald T. Bushey | 62 | Senior Vice President and Chief Technical Officer |

Robert L. Curda was appointed as the Company’s Vice President and Chief Financial Officer on January 1, 2020. Mr. Curda has previously served as the Company’s Operational Controller since 2005. Prior to 2005, Mr. Curda worked for eight years in various accounting and finance roles at National Oilwell (now known as National Oilwell Varco). Mr. Curda has been a licensed certified public account in the State of Texas since 1999.

Ronald T. Bushey was appointed as the Company’s Senior Vice President and Chief Technical Officer in December 2024. Mr. Bushey previously served in high level leadership roles at Landis+Gyr, Mueller and Raytheon. Mr. Bushey is a former officer in the United States Army. After leaving the military, Mr. Bushey stayed involved in organizations such as the Association of United States Army and the National Defense Industry Association. Mr. Bushey earned a Bachelor of Science in Electrical Engineering from Northeastern University.

Mr. Kelley’s background is described above under “Background of Nominees and Continuing Directors.”

Overview of Company Executive Compensation Program

Objectives of Compensation Programs

The Company’s executive compensation program is designed to attract, motivate and retain highly talented and experienced management personnel and drive organizational performance that is in the best interest of our stockholders in the long-term. The Company uses traditional compensation elements of base salary, annual performance bonuses and long-term incentive stock-based awards.

Executive officers generally receive the same benefits as other employees. Any differences are typically due to position, seniority, or local requirements. Consistent with this philosophy, executive officers receive minimal perquisites. Mr. Kelley, Mr. Curda and Mr. Bushey have entered into employment agreements with the Company, which, under certain circumstances, provide them with certain severance benefits upon their termination of employment. See “Potential Payments upon Termination or Change-in-Control” below for more information on these benefits. The Company’s compensation policies are designed to enhance financial performance and stockholder value by aligning the financial interests of the executive officers and employees with those of its stockholders.

What the Company's Compensation Is Designed to Reward

The Company's compensation program is designed to reward teamwork and each individual's contribution to the Company, including the impact of such contribution on the Company's overall financial performance, as well as to produce positive long-term results for its stockholders and employees.

Administration

The compensation committee is composed of four independent members of the Board. No compensation committee member participates in any of the Company's employee compensation programs. The Company's non-employee directors are eligible to and do participate in its 2014 Long-Term Incentive Plan (the "2014 Plan"). The compensation committee (i) sets and recommends annual compensation, including equity awards and discretionary goal-oriented cash bonuses for the Company's named executive officers to the full Board for approval, (ii) reviews and approves the overall compensation policy, philosophy and strategy for all other employees, and (iii) reviews and approves awards under equity incentive plans and the non-equity incentive program to all employees as recommended to the compensation committee by management.

The compensation committee frequently utilizes the services of its Compensation Consultant to advise the Company on its performance-based equity grants. The Compensation Consultant performs an evaluation of the Company's compensation program concerning future performance-based equity grants and how to balance those grants with base salary and cash bonus compensation.

At the 2025 Annual Meeting of Stockholders, the stockholders approved, by a non-binding, advisory resolution, the compensation of the Company's named executive officers. The compensation committee considered this resolution of the stockholders in its review of executive compensation in fiscal year 2025 and determined that the stockholders supported the compensation packages awarded to the Company's named executive officers and the objectives and policies by which those packages were determined. We submit the compensation of the Company's named executive officers for stockholder approval on a non-binding advisory basis annually. Pursuant to a non-binding advisory resolution adopted by the stockholders at the 2022 Annual Meeting of Stockholders, the stockholders approved this frequency.

Elements of Compensation

General

The primary elements of the executive compensation program consist of (1) base salary, (2) annual cash bonuses pursuant to a non-equity, incentive annual bonus program, (3) goal-oriented discretionary cash bonuses, and (4) long term incentives in the form of equity-based compensation awards. Equity-based compensation awards have historically included restricted stock awards and restricted stock unit awards. Each executive officer's current and prior compensation is considered in setting future compensation and, while consideration is given to the vesting and value of previously granted equity-based compensation awards, the total compensation package is not regularly adjusted for such values. In addition, the Company focuses on the relative roles of the executive officers throughout the organization when determining compensation.

The Company chooses to pay each element of compensation to reward executives through various means. The base salary and employee benefits compensate executives for their daily efforts as management of the Company. The annual non-equity incentive annual bonus program, described in more detail below, encourages executives to not only meet goals for the Company, measured in terms of consolidated pretax profits (before bonus), but also encourages other employees to meet goals as well. The equity-based compensation awards provide a long-term incentive to executives and other key employees to improve the performance of the Company as viewed by the market as reflected in the market price for Common Stock.

An executive officer's annual base salary and annual cash bonuses do not fluctuate as a result of increases or decreases in the market value of equity-based compensation awards. For example, if the stock price has grown significantly, resulting in large potential gains on vested stock awards, an executive officer's base salary or bonus potential is not adjusted for that reason. However, the compensation committee may consider those gains in awarding additional equity-based compensation. Similarly, the compensation committee would not consider a large cash bonus award under the Company's annual performance bonus program or a large goal-oriented discretionary cash bonus to be a reason to reduce the equity-based compensation awards or annual base salary received by the executive in the following fiscal year. The Company views each compensation element as a different means of encouraging and promoting performance. These compensation elements are designed to work in tandem.

The compensation committee considers the base salary levels supplemented by bonus awards and equity compensation in evaluating the total executive compensation package. The executive officers are encouraged to earn their bonuses and equity compensation in order to realize the full value of their compensation package. The Company intends that the attainment of the performance goals established by the compensation committee will benefit its stockholders.

The compensation committee does not believe that there is another public company that is a direct peer to the Company. The Company is primarily a manufacturer of cable and connectors used along with automatic water meter reading equipment, smart water valves with IoT technology, seismic instrumentation and data acquisition devices, other industrial applications of vibrations measuring products and contract manufacturing services. One of the Company's most direct competitors in the seismic industry is a subsidiary of a much larger company, and there is no access to compensation information of that subsidiary. The compensation committee from time to time does review publicly available information on seismic and other energy industry participants to help understand the marketplace in which the Company competes. The Compensation Consultant assists the committee in gathering executive compensation information from a broad group of energy industry companies. The compensation committee strives to maintain a reasonable compensation package for each executive officer and uses this information to retain such officer and provide incentives for such officer to continue to improve the Company's performance in the future.

The conclusion of the compensation committee after its most recent examination of the publicly available executive compensation of energy industry companies was that the Company's total compensation of each of its executive officers, particularly their base salaries and cash bonuses, were typically lower than the compensation of executive officers in other energy industry companies, adjusting for various factors such as size, location and seniority of the executive officer. The Company places a high priority on the retention of its key employees, particularly its executive officers. The Board of the Company believes that these executive officers have made significant contributions to the growth and development of the Company and have developed a synergy among themselves that fosters progress and support. The Board believes that a loss of any one of these executive officers could have a significant adverse impact on the Company. Based upon these considerations, the compensation committee designed compensation packages for the Company's executive officers.

Relative Size of Major Compensation Elements

The combination of base salary, non-equity incentive annual bonus program, goal-oriented discretionary cash bonuses, and equity incentive awards comprise total direct compensation. In setting named executive officer compensation, the compensation committee considers the aggregate compensation payable to the executive officer and the form of the compensation. The compensation committee seeks to achieve the appropriate balance between immediate cash rewards and incentives for the achievement of both annual and long-term financial and non-financial objectives.

Generally, the compensation committee targets overall compensation packages for the Company's executive officers that are competitive with the total value received by executive officers at other energy companies. Due to the nature of the Company's business and the compensation committee's use of performance based restricted stock unit awards and a performance based annual cash bonus plan, it is possible for its executive officers to receive above target compensation when the Company's stock price increases and total shareholder return and financial performance hurdles are met. Conversely, in years when the Company's stock price remains unchanged or total shareholder return and financial performance hurdles are not met, its executive officers will receive minimal financial compensation, if any, in addition to their base salaries. The compensation committee attempts to maintain annual base salary ranges that are intended to be reasonably competitive with salaries at other energy industry companies, therefore improving the likelihood of retaining the executive officers that we believe are crucial to the long-term success of the Company. A substantial portion of target compensation is in the form of "at-risk" performance-based compensation that is linked to the Company's financial performance. The compensation committee believes that this blend strikes an appropriate balance between effectively retaining key employees and aligning the interests of our executives with those of our stockholders.

Base Annual Salaries

The base annual salaries of the Company's named executive officers ("NEO") as of fiscal year ended September 30, 2025 were as follows:

| | |
|--|-----------|
| Richard J. Kelley, President and Chief Executive Officer | \$385,000 |
| Robert L. Curda, Executive Vice President, Chief Financial Officer and Secretary | \$315,000 |
| Ronald T. Bushey, Senior Vice President and Chief Technical Officer (current)..... | \$350,000 |

Short-Term Incentive Compensation

For fiscal year 2025, the Company adopted comprehensive company-wide short-term incentive compensation plan (the "Plan"). The Plan is designed to provide (i) profit sharing to all employees of the Company, (ii) performance-based bonuses to certain members of management, and (iii) discretionary bonuses to certain key employees. The exact amount will be determined by success of the Company in achieving its earning goals, as well as by the individual contribution of each employee to business goals, as determined by management.

Profit Sharing

The Company must have generated consolidated income from operations for any profit sharing. The total incentive compensation amount is based on a return on investment (ROI) calculation. In the ROI calculation, the numerator will be the Company's income from operations during fiscal year 2025 (exclusive of any bonus expenses), and the denominator (investment) will be the end of year stockholder's equity as of September 30, 2024.

The profit-sharing pool is structured to be unlimited and is determined by the following ROI hurdles:

| <u>ROI Range</u> | <u>Percentage of Income from Operations Eligible for Profit-Sharing</u> |
|------------------|---|
| 0% - 5%..... | 15% |
| 6% - 25%..... | 20% |
| 26% + | 25% |

The allocation of the profit-sharing pool to each employee is based on a weighted combination of salary level, contribution level and years of service.

Performance-Based Bonuses

Certain members of management will be eligible for performance-based bonuses. The bonus will be calculated as a percentage of the participant's base salary earned during fiscal year 2025. The structure of the bonus will be weighed as follows:

| | |
|--|------------|
| Company's financial performance (Revenue and Earnings before Tax)..... | 65% |
| Employee's performance-based goals set by senior management 100% | 35% |
| | <hr/> 100% |

Discretionary Incentive Bonuses

Certain key employees will be eligible for a discretionary bonus if the Company's fiscal year 2025 ROI exceeds 5%. The discretionary bonus pool will be calculated as \$50,000 plus 1% of the Company's fiscal year 2025 operating income.

As a result of the Company's consolidated loss from operations for fiscal year 2025, no bonuses were earned or paid under the Plan. However, the Company's compensation committee approved a \$521,000 bonus pool for to be discretionarily distributed to executives, certain members of management and other key employees. The bonus was paid in December 2025.

Long-Term Stock-Based Compensation

The Company believes that long-term incentive compensation is an important component of its compensation program and that the value of this compensation should be directly related to increases in stockholder value. In addition to base salaries and annual cash bonuses, the executive officers have historically participated in the 2014 Plan, which allows the Company to grant long-term incentive compensation to its executive officers and directors in the form of restricted stock awards, restricted stock unit ("RSU") awards, and other awards. RSU awards represent a contingent right to receive one share of Common Stock upon vesting.

Historically, equity incentive compensation awards have been determined based on an individual's annual compensation and his or her contribution to the Company. The compensation committee independently sets and recommends restricted stock awards, and RSU awards for the Company's executive officers to the full Board for approval. Such awards may include service-based vesting and performance goal based vesting provisions. Proposals for restricted stock awards and RSU awards to non-executives is presented by the President and Chief Executive Officer and approved by the Board upon the recommendation of the compensation committee.

On November 16, 2023, the Company granted the following RSU awards, with each of Messrs. Curda and Robbin B. Adams receiving 3,500 RSU awards with service-based vesting provisions and 14,500 RSU awards with both service-based and performance-based vesting provisions. The vesting of the performance-based RSU awards were conditioned on the achievement of consolidated revenue growth thresholds for fiscal year 2024. On November 21, 2024, based on the Company's total revenue for fiscal year 2024, the compensation committee determined that none of the vesting provisions had been met on the performance-based RSU awards granted on November 16, 2023 and these awards were forfeited.

On April 29, 2024, the Company granted 20,000 RSU awards with service-based vesting provisions on his April 29, 2024 hire date and 5,000 RSU awards on October 1, 2024 in connection with his appointment to President and CEO.

On November 21, 2024, the Company granted Mr. Kelly 5,000 RSU awards with service-based vesting provisions and 15,000 RSU awards with both service-based and performance-based vesting provisions, and granted Mr. Curda 3,000 RSU awards with service-based vesting provisions and 12,000 RSU awards with both service-based and performance based vesting provisions. On December 2, 2024, the Company granted Mr. Bushey 5,000 RSU awards with service-based vesting provisions and 12,000 RSU awards with both service-based and performance-based vesting provisions. The vesting of the performance-based RSU awards were conditioned on the achievement of consolidated revenue growth thresholds for fiscal year 2024. On November 20, 2025, the compensation committee determined that none of the vesting provisions had been met on the performance-based RSU awards granted on November 21, 2024, but discretionary lapsed the performance-based vesting provision on 30% of the RSU awards to Messrs. Kelly, Curda and Bushey. The remaining 70% of the performance-based RSU awards granted November 21, 2024 and December 2, 2024 were forfeited.

The Board and the compensation committee intend to make annual grants of RSU awards to the Company's executive officers which may include service-based vesting and performance-based vesting provisions to be determined by the compensation committee each year. The compensation committee will review the long-term incentive program each year to ensure that the key elements of the program continue to meet the objectives described above.

Benefits

The Company offers a variety of health and welfare and retirement programs to all eligible employees. Executive officers generally are eligible for the same benefit programs on the same basis as the rest of the broad-based employees. The health and welfare programs are intended to protect employees against catastrophic loss and encourage a healthy lifestyle. The Company's health and welfare programs include medical, wellness, pharmacy, dental, life insurance and accidental death and disability. Each employee receives life insurance equal to the employee's annual salary with a maximum payout of \$100,000 and accidental death and dismemberment coverage.

The Company maintains a defined contribution retirement plan that is intended to qualify under Section 401(k) of the Code. The plan covers all full-time employees who meet age and service requirements. The plan provides for pre-tax, elective employee contributions with a matching contribution from us ranging from 50% to 100% of employee contributions, up to a maximum of 3.5% of the employee's annual salary.

The Company offers vacation time determined by years of service. As of September 30, 2025, Mr. Kelley had had accrued 180 hours of vacation; Mr. Curda had accrued 125 hours of vacation; and Mr. Bushey had accrued 95 hours of vacation. Employees, including executive officers, may roll over up to 160 hours of unused vacation time to subsequent years.

Impact of Accounting and Tax Treatment

A standard issued by the Financial Accounting Standards Board requires a public company to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. The equity awards the Company grants are structured to comply with the requirements of the standard to maintain the appropriate equity accounting treatment.

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public corporations for compensation paid in excess of \$1 million for any fiscal year to the corporation's chief executive officer, chief financial officer and three other most highly compensated executive officers as of the end of any fiscal year (and certain former executive officers). As a result, we generally expect that compensation paid to our applicable named executives in excess of \$1 million will not be deductible.

Section 409A of the Code, as amended ("Section 409A"), provides that deferrals of compensation under a nonqualified deferred compensation plan for all taxable years are currently includible in gross income to the extent not subject to a substantial risk of forfeiture and not previously included in gross income, unless certain requirements are met. The Company intends to structure any deferred compensation items to be in compliance with or exempt from Section 409A.

Summary Compensation Table

The following table sets forth certain information regarding compensation paid for services rendered during the fiscal years ended September 30, 2025 and 2024, respectively, to each of the Company's NEOs:

2025 SUMMARY COMPENSATION TABLE

| Name and Principal Position | Year | Salary (\$) | Stock Awards \$(1)(2) | Non-Equity Incentive Compensation \$(3) | All Other Compensation \$(4) | Total (\$) |
|---|-------------|------------------------|--------------------------------------|--|---|-----------------------|
| Richard J. Kelley, President and CEO (fiscal year 2025) | 2025 | 385,000 | 263,100 | 75,075 | 10,365 | 723,450 |
| Walter R. Wheeler, President and CEO (fiscal year 2024) | 2024 | 379,615 | 164,780 | 9,958 | 13,634 | 567,987 |
| Robert L. Curda, Executive Vice President, Chief Financial Officer and Secretary | 2025 | 315,000 | 155,268 | 47,250 | 10,884 | 528,402 |
| | 2024 | 292,308 | 154,972 | 7,668 | 10,369 | 465,317 |
| Ronald T. Bushey, Senior Vice President and Chief Technical Officer | 2025 | 290,548 | 130,320 | 52,500 | 9,423 | 482,791 |
| Robbin B. Adams, Senior Vice President and Chief Technical Officer (former) | 2025 | 84,167 | -- | -- | 718,419 | 802,586 |
| | 2024 | 343,846 | 154,972 | 9,020 | 12,797 | 520,635 |

- (1) As required by SEC rules, amounts in this column represent the aggregate grant date fair value of stock-based compensation expense as required by FASB ASC Topic 718 Stock Based Compensation. A discussion of the assumptions used to value the restricted stock units are contained in the notes to the Company's financial statements for the fiscal year ended September 30, 2025 under Note 16 "Stockholders' Equity".
- (2) Includes restricted stock units with service-based only vesting provisions and restricted stock units with both service-based and performance-based vesting provisions. The value reported with respect to units with both service-based and performance-based vesting provisions is based on probable outcome. For fiscal year 2025, the value at grant date, assuming the achievement of the highest level of performance conditions, was \$324,300 for Mr. Kelly, \$204,300 for Mr. Curda and \$162,900 for Mr. Bushey. For fiscal year 2024, the value at grant date, assuming the achievement of the highest level of performance conditions, was \$211,860 for Mr. Kelley and \$211,860 for each of Mr. Curda and Mr. Adams.
- (3) The values listed were awarded for fiscal year 2025 was part of a \$521,000 discretionary bonus pool distributed to executives, certain members of management and other key employees. These bonuses were paid in December 2025. No bonuses were earned or paid under the fiscal year 2025 short-term incentive compensation plan. The fiscal year 2024 bonus plan was designed with a two-tier structure. The Tier I pool, which is allocated among all employees based upon relative payroll amounts was capped at \$3,300,000. The Tier I pool for fiscal year 2024 was funded by an accrual of 20% of any pretax profits in excess of the minimum predetermined threshold (5% return on stockholder equity). For fiscal year 2024, the Tier II pool was capped at \$3,300,000, funding at 20% of any pretax profits in excess of the minimum predetermined threshold. For fiscal year 2024 bonuses of \$1,050,000 were funded from Tier I. These bonuses were paid in December 2024. No bonuses were funded for Tier II for fiscal year 2024.
- (4) Represents compensation related to participation in the Company's 401(k) retirement matching program and group term life insurance. With respect to Mr. Adams, also includes termination compensation of \$715,350.

Narrative Disclosure to Summary Compensation Table

As a result of the Company's consolidated loss from operations for fiscal year 2025, no bonuses were earned or paid under the Plan. However, the Company's compensation committee approved a \$521,000 bonus pool to be discretionarily distributed to executives, certain members of management and other key employees.

In January 2025, Mr. Wheeler resigned from the Company. Pursuant to his termination agreement, Mr. Wheeler received a severance of \$385,000. The Company also agreed to vest Mr. Wheeler's 14,750 outstanding restricted stock units.

In January 2025, Mr. Adams resigned from the Company. Pursuant to his release agreement Mr. Adams received a severance of \$714,350. The Company also agreed to vest Mr. Adam's 13,750 outstanding restricted stock units.

Mr. Kelley entered into an employment agreement with the Company effective January 1, 2025, which automatically renews each January 1 for an additional two years unless the Company provides notification no fewer than 30 days prior to each such January 1 date that it will be extending the agreement.

Each of Messrs. Curda and Bushey entered into employment agreements with the Company effective January 1, 2025. The agreements will automatically terminate December 31, 2027, unless both Company and respective employee agrees to extend, renew or enter into new agreements prior to the termination date.

Pursuant to their employment agreements, each executive may be entitled to severance benefits upon termination as discussed in the "Potential Payments upon Termination or Change-in-Control" section below.

Pay Versus Performance Table

The following table shows the total compensation for the NEO as set forth in the Summary Compensation Table, the compensation "actually paid" ("CAP") to the NEOs, the Company's total shareholder return ("TSR"), and our net income (loss) for the fiscal years ended September 30, 2025, 2024 and 2023:

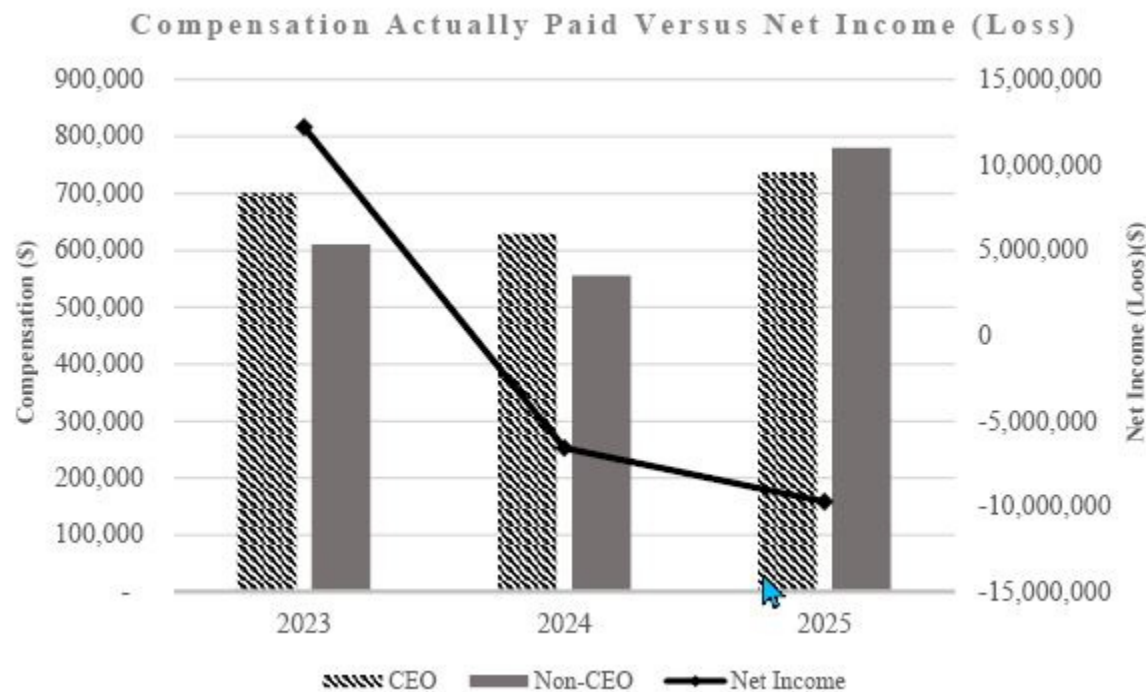
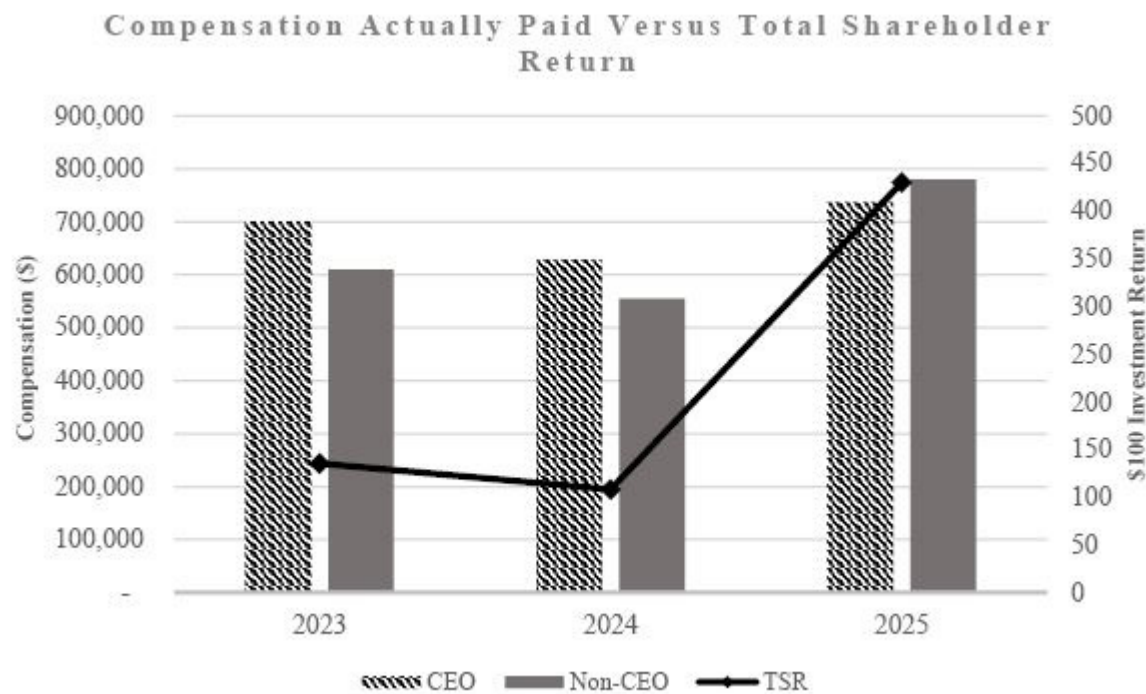
| Fiscal Year | Summary Compensation Table Total for CEO (\$)(1) | Compensation Actually Paid to CEO (\$)(1)(4) | Average Summary Compensation Table Total for Non-CEO NEOs (\$)(2) | Average Compensation Actually Paid to Non-CEO NEOs (\$)(4) | Value of Initial Fixed \$100 Investment Based on TSR (\$)(3) | Net Income (Loss)(\$) |
|--------------------|---|---|--|---|---|------------------------------|
| 2025 | 723,450 | 736,440 | 604,593 | 779,950 | 429.93 | (9,724,000) |
| 2024 | 567,987 | 628,730 | 492,976 | 555,375 | 108.27 | (6,578,000) |
| 2023 | 439,739 | 700,716 | 361,619 | 610,114 | 135.60 | 12,206,000 |

- (1) The Company's Chief Executive Officer ("CEO") was Mr. Kelly for fiscal year 2025 and Mr. Wheeler for fiscal years 2024 and 2023.
- (2) The Company's Non-CEO NEOs were Messrs. Curda, Adams and Bushey for fiscal year 2025, and Messrs. Curda and Adams for fiscal years 2024 and 2023.
- (3) TSR is calculated by dividing the sum of the cumulative amount of dividends for the measurement period, assuming dividend reinvestment, and the difference between the Company's share price at the end and the beginning of the measurement period by the Company's share price at the beginning of the measurement period.
- (4) SEC rules require that certain adjustments be made to the Summary Compensation Table totals to determine CAP, as reported in the Pay versus Performance Table above. The following table details the applicable adjustments that were made to determine CAP.

| Fiscal Year | Summary Compensation Table Total For CEO (\$) | Deduct Stock Awards from Summary Compensation Table (\$) | Add Year-End Fair Value of Unvested Awards Granted in the Year (\$) | Add Change in Fair Value of Unvested Awards Granted in Prior Years (\$) | Add Fair Value of Awards Granted and Vested in the Year (\$) | Add Change in Fair Value of Prior Years' Awards Vested in the Year (\$) | Deduct Fair Value at End of Prior Year of Awards that Failed to Meet Vesting Conditions in the Year (\$) | Compensation Actually Paid to CEO (\$) |
|--------------------|--|---|--|--|---|--|---|---|
| 2025 | 723,450 | 263,010 | 94,800 | 129,300 | 51,900 | -- | -- | 736,440 |
| 2024 | 567,987 | 164,780 | 196,460 | 36,806 | -- | (7,743) | -- | 628,730 |
| 2023 | 439,739 | 63,000 | 246,050 | 120,628 | -- | 1,399 | 44,100 | 700,716 |

| Fiscal Year | Average Summary Compensation Table for Non-CEO NEOs (\$) | Deduct Average Stock Awards from Summary Compensation Table (\$) | Add Average Year-End Fair Value of Unvested Awards Granted in the Year (\$) | Add Average Change in Fair Value of Unvested Awards Granted in Prior Years (\$) | Add Average Fair Value of Awards Granted and Vested in the Year (\$) | Add Average Change in Fair Value of Prior Years' Awards Vested in the Year (\$) | Deduct Average Fair Value at End of Prior Year of Awards that Failed to Meet Vesting Conditions in the Year (\$) | Average Compensation Actually Paid to Non-CEO NEOs (\$) |
|--------------------|---|---|--|--|---|--|---|--|
| 2025 | 604,593 | 142,794 | 75,840 | 326,483 | -- | 143,308 | 227,480 | 779,950 |
| 2024 | 492,976 | 154,972 | 186,120 | 38,450 | -- | (7,199) | -- | 555,375 |
| 2023 | 361,619 | 59,250 | 233,100 | 111,020 | -- | 1,110 | 37,485 | 610,114 |

Description of Relationships Between Compensation Actually Paid and Performance



Outstanding Equity Awards at Fiscal Year-End

The following table summarize certain information regarding unvested stock and equity incentive plan awards outstanding as of the end of the fiscal year ended September 30, 2025 for each of the NEOs:

2025 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE

| Name | Stock Awards | | | |
|-------------------|---|--|--|---|
| | Number of Shares of Stock That Have Not Vested (#)(1) | Market Value of Shares of Stock That Have Not Vested (\$)(4) | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(2) | Equity Incentive Plan Awards: Market Value or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)(4) |
| Richard J. Kelley | 20,000 | 379,200 | 15,000 | 284,400 |
| Robert L. Curda | 9,525 | 180,594 | 12,000 | 227,520 |
| Ronald T. Bushey | 5,000 | 94,800 | 12,000 | 227,520 |

- (1) Represents (i) restricted stock units granted on November 18, 2021, which vest in four equal annual installments with the first installment vesting on the anniversary date of the date of grant, (ii) restricted stock units granted on November 21, 2022, which vest in four equal annual installments with the first installment vesting on the anniversary date of the date of grant, (iii) restricted stock units granted on November 16, 2023, which vest in four equal annual installments with the first installment vesting on the anniversary date of the date of grant, (iv) restricted stock units granted on April 29, 2024 which vest in four equal annual installments with the first installment vesting on the anniversary date of the date of grant and (v) restricted stock units granted on November 21, 2024, which vest in four equal annual installments with the first installment vesting on the anniversary date of the date of grant. Restricted stock units represent a contingent right to receive one share of Common Stock upon vesting.
- (2) Represents restricted stock units granted on November 21, 2024 and December 2, 2024 with both service-based and performance-based vesting provisions. The performance-based criteria required for the vesting of these awards were based on the achievement of revenue thresholds for the Company's fiscal year ended September 30, 2025. In November 2025, the Company's compensation committee discretionarily lapsed 30% of the performance-based vesting provisions for these awards. The remaining 70% of these restricted stock units were forfeited.
- (4) Represents the closing price of \$18.96 per share of Common Stock on September 30, 2025.

Clawback Policy

The Company believes it is important to foster and maintain a culture that emphasizes integrity and accountability. For this reason, the Board adopted a clawback policy effective December 15, 2016 and adopted a new amended and restated policy effective December 1, 2023. The new policy is designed to comply with Section 10D of the Securities Exchange Act of 1934 (the "Exchange Act"), Rule 10D-1 promulgated under the Exchange Act and Listing Rule 5608 of the Nasdaq Stock Market. This policy applies to all current and former executive officers and other senior executives or employees who the compensation committee may deem subject to the policy from time to time. The policy applies to equity grants awarded under the 2014 Plan, as well as annual bonuses and any other compensation earned or vested based on the attainment of a financial reporting measure.

In the event the Company restates its financial statements due to material noncompliance with any financial reporting requirement under the U.S. federal securities laws, a person covered by this clawback policy will be required to reimburse or forfeit certain incentive compensation received. The amount to be reimbursed or forfeited will be the amount of the incentive compensation paid or awarded to the person based on the erroneous financial data exceeding the amount that would have been paid based on restated results, as determined by the Board. The Board will also determine the method for recouping such amounts, which may include: (1) requiring reimbursement of cash incentive compensation previously paid to the person, (2) seeking recovery of any gain realized on the vesting, sale or other disposition of any equity-based awards, (3) offsetting the recouped amount from any compensation otherwise owed by the Company to the person, (4) cancelling outstanding vested or unvested equity awards made to the person, and/or (5) taking any other remedial and recovery action permitted by law.

Policies and Practices Related to the Grant of Certain Equity Awards Close in Time to the Release of Material Public Information

The Board typically grants equity awards on a pre-determined schedule. The compensation committee does not take material nonpublic information into account when determining the timing and terms of such awards. The Company does not time the disclosure of material nonpublic information for the purposes of affecting the value of executive compensation.

Potential Payments upon Termination or Change-in-Control

Pursuant to their employment agreements each executive is entitled to receive the severance benefits described below upon termination of his employment unless the termination:

- results from his death or disability;
- is by the Company for Cause; or
- is by the employee other than for Good Reason.

“Cause” is defined to mean the employee’s willful and continued failure to perform his duties after a demand for his performance of those duties or the employee’s willfully engaging in gross misconduct materially and demonstrably injurious to the Company. “Good Reason” is defined to mean a demotion, a reduction in base salary, a relocation of the employee’s base location of employment, the discontinuation of any employee benefit without comparable substitution, the failure of any successor of the Company to assume the employment agreement or a purported termination not in compliance with the employment agreement.

The severance benefits each of Messrs. Kelley, Curda and Bushey would be entitled on termination would be an amount equal to his then-current annual salary. With respect to Messrs. Curda and Bushey, all remaining forfeiture restrictions then applicable to RSU’s shall immediately lapse on the date of termination. The severance payment would be due in a lump sum on the tenth day following the date of termination, provided that the executive signs and returns standard release agreement.

So long as Messrs. Kelley, Curda and Bushey are terminated without Cause, they are not required to perform any further agreement or action in order to receive these benefits. However, in connection with these employment agreements, each of them have agreed that he will not disclose or misappropriate any confidential information of the Company and that all intellectual property developed by them is the property of the Company.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires the Company’s officers, directors and persons who own more than 10% of a registered class of the Company’s equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Officers, directors and greater than 10% stockholders are required by the regulation to furnish the Company with copies of all Section 16(a) reports they file.

Based solely on a review of reports on those filings furnished to the Company and written representations from reporting persons that no additional reports were required, the Company believes that during the fiscal year ended September 30, 2025, all officers, directors and greater than 10% stockholders complied with all Section 16(a) filing requirements applicable to them.

Stock Ownership Guidelines

The Company believes that its executive officers and non-employee directors should own and hold an investment value position in the Common Stock of the Company to further align their interests and actions with the interests of the Company's stockholders. Our executive officers and directors owned approximately 3% of the Company's outstanding Common Stock as of December 11, 2025. In November 2020, based upon recommendations and benchmarking by its Compensation Consultant, the Board adopted the Stock Ownership Guidelines described below.

| <u>Position</u> | <u>Stock Ownership Guidelines</u> |
|------------------------|-----------------------------------|
| Executive Officers | 1 time base salary |
| Non-Employee Directors | 1 time annual cash retainer |

The compensation committee intends for executive officers and directors who are or become subject to these guidelines to achieve the applicable ownership guideline within five years from the date of adoption of the guidelines or the date the participant becomes subject to the guidelines. The compensation committee may allow exceptions to be made for any executive officer or non-employee director who, due to his or her unique financial circumstances, would incur a hardship by complying with these guidelines.

Prohibition on Hedging or Pledging Stock

Directors and executive officers of the Company are prohibited from directly or indirectly engaging in any kind of hedging activity that limits such person's investment or economic risk in Company securities through the use of derivatives, such as options or future contracts, or any kind of speculative transactions in Company securities such as puts, calls, swaps, collars or short sales. In addition, directors and executive officers are prohibited from pledging any Company securities as collateral or holding such securities in a margin account.

Code of Ethics

The Company has adopted a general code of business conduct that applies to all employees, and a supplemental code of ethics that applies to the Company's Chief Executive Officer and senior financial officers. The general code of business conduct and supplemental code of ethics may be accessed electronically under the Investor Relations section of the Company's website at www.geospace.com.

Equity Compensation Plan Information

The following table summarizes information with respect to the Company's equity compensation plans under which its equity securities are authorized for issuance as of September 30, 2025:

| <u>Plan category</u> | <u>Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)</u> | <u>Weighted-average exercise price of outstanding options, warrants and rights (b)</u> | <u>Number of securities remaining available for future issuance (excluding securities reflected in column (a)) (c)</u> |
|---|---|---|---|
| | (In shares) | (In dollars per share) | (In shares) |
| Equity compensation plans approved by security holders (1)..... | 332,693 | \$ N/A | 682,071 |
| Equity compensation plans not approved by security holders | -- | -- | -- |
| Total | <u>332,693</u> | <u>\$ N/A</u> | <u>682,071</u> |

- (1) The number of securities shown in column (c) represents the number of securities remaining available for issuance under the Company's 2014 Plan, which was approved by the stockholders in February 2014. The 2014 Plan allows for the issuance of restricted stock awards, performance stock awards, performance stock unit awards, restricted stock unit awards, stock options and stock appreciation rights. For purposes of calculating the number of securities remaining under the 2014 Plan in column (c), Full Value Awards are counted as 1.5 shares for each share awarded. The number of securities shown in column (a) of the table above represents restricted stock unit awards outstanding under the 2014 Plan. Column (b) excludes restricted stock unit awards.

Security Ownership of Certain Beneficial Owners and Management

The following table indicates the beneficial ownership as of December 11, 2025 of shares of Common Stock of each director and named executive officer, each person known to the Company to beneficially own more than 5% of the outstanding Common Stock and all directors and executive officers as a group, along with the percentage of outstanding Common Stock that such ownership represents. The Company based the information regarding beneficial ownership by third persons of more than 5% of its outstanding capital stock on a search of all Schedules 13D and 13G filed with the Securities and Exchange Commission with respect to the Common Stock and additional information received by the Company from NASDAQ. Each person named has sole voting and investment power with respect to the shares indicated except as otherwise stated in the notes to the table.

| Beneficial Owner | Shares | Percentage (1) |
|--|-----------|----------------|
| Disciplined Growth Investors, Inc. (2)..... | 1,153,589 | 8.95% |
| Tieton Capital Management (3) | 888,336 | 6.89% |
| Moors & Cabot Inc. (4)..... | 714,750 | 5.55% |
| Walter R. Wheeler (5)..... | 152,541 | 1.18% |
| Thomas L. Davis, Ph.D. (5) | 61,954 | * |
| Richard F. Miles (5)..... | 46,600 | * |
| Edgar R. Giesinger, Jr. (5) | 39,500 | * |
| Robert L. Curda | 38,412 | * |
| Margaret S. Ashworth (5) | 30,900 | * |
| Richard J. Kelley..... | 11,853 | * |
| Stephen C. Jumper (5) | 11,400 | * |
| Ronald R. Bushey | 1,287 | * |
| Executive officers and directors as a group (9 people) (6) | 394,447 | 3.05% |

* Less than one percent.

- (1) The percentage ownership is based on 12,887,198 outstanding shares of Common Stock as of December 11, 2025, as well as shares deemed outstanding pursuant to Rule 13d-3(d)(1) under the Exchange Act.
- (2) Schedule 13G Amendment No. 8 filed with the Securities and Exchange Commission on November 14, 2025, indicates that Disciplined Growth Investors, Inc. owns the number of shares of Common Stock listed above and has the sole voting power with respect to such shares. The address indicated on this form is 150 South Fifth Street, Minneapolis, MN 55402.
- (3) Schedule 13G Amendment No. 1 filed with the Securities and Exchange Commission on February 11, 2025, indicates that Tieton Capital Management, LLC beneficially owns 885,687 shares of Common Stock and has sole voting power with respect to such shares. The address indicated on this form is 4700 Tieton Drive, Suite C, Yakima WA 98908.
- (4) The number of shares owned is based on information received from NASDAQ. The address based on the information received is 1 Federal St. 19th Floor, Boston, MA 02110.
- (5) Includes 7,200 restricted stock units, each of which is exchangeable into one share of Common Stock within 60 days of December 12, 2025. With respect to Mr. Miles, also includes 2,000 shares owned by his spouse.
- (6) Includes 43,200 restricted stock units, each of which is exchangeable into one share of Common Stock within 60 days of December 12, 2025.

Proposals for Next Annual Meeting; Other Matters

Any appropriate proposals of holders of Common Stock intended to be presented at the annual meeting of stockholders of the Company to be held in 2026 must be received by the Company at its principal executive offices, 7007 Pinemont Drive, Houston, Texas 77040-6601, no later than September 3, 2026 to be included in the proxy statement and form of proxy relating to that meeting. A matter as to which the Company receives notice that is proposed to be brought before the annual meeting of stockholders of the Company in 2026 outside the process of the Securities and Exchange Commission's rule on stockholder proposals (described in the preceding sentence) will be considered not properly brought before that meeting, and will be out of order, unless the notice as to that matter meets the requirements of the advance notice provisions of the Company's by-laws. That provision requires notice of any matter, including nomination of a director, to be submitted by a stockholder at the annual meeting of stockholders of the Company in 2026 to be received by the Company no later than November 8, 2026 and to be received by the Company no earlier than October 9, 2026 subject to certain other requirements and deadlines outlined in the Company's by-laws.

The cost of solicitation of proxies in the form of proxy accompanying this proxy statement will be paid by the Company. In addition to solicitation by use of the mails, the directors, officers or employees of the Company may solicit the return of proxies by telephone, electronically or in person.

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